FORM D

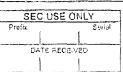


## FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	May 31, 2005							
Estimated avera	ge burden							
hours per respon	nse16.00							

1277425



Name of Offering (   check if this is an amendment and name has changed, and indicate change )   CHINA HOSPITALS, INC.	
Filing Under (Check box(es) that apply): TRule 504 Rule 505 X Rule 506 Section 4( Type of Filing: New Filing Amondment	6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Unter the information requested about the issue:	PPD 9 0 280 V
Name of Issuer 1 _ check if this is an amondment and name has changed, and indicate change.)	
CHINA HOSPITALS, INC.	and promoting an interest and interest and in the state of the state o
Address of Executive Offices (Number and Street, City, State, Zip Code)	
50 AIRPORT PARKWAY, SAN JOSE, CA 95110 Address of Principal Business Operations (Number and Street, City, State, Zip Code (if different from Executive Offices)	(408) 451-8448- Telephone Number (Including Area Code)
Brief Description of Business A MULT-PROVINCE HOSPITAL CHAIN SPECIALT: CARE HOSPITALS IN URBAN AREAS IN THE PEOPLE'S REPUBLIC (	OF CHINA.
Type of Business Organization    Victor   Innited perturbiship, already formed   other     business trust   Innited partnership, to be formed	(please specify)- PROCESSED
Month Year  Actual or Estanated Date of Incorporation or Organization: 12 02 KAemal Estanated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation I 77d(6).	D or Section 4(6), 17 CFR 230 501 et seq. or 15 U S C
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offerband Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address.	ng. A antice is decined filed with the U.S. Securities below or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C.	20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manu photocopies of the manually signed copy or bear typed or printed signatures.	ally signed. Any copies not manually signed must be
information Required: A new filing must contain all information requested. Amendments need only rethereto, the information requested in Part C, and any material changes from the information previously supnot be filed with the SEC.	port the name of the issues and offering, any changes opticd in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) fo 10 OE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state for this notice and must be completed.	e Securities Administrator in each state where sales for the essemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption un filing of a federal notice.	exemption. Conversely, failure to file the dess such exemption is predictated on the

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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## A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers, and fach general and managing partner of partnership issuers. Check Box(es) that Apply: | Beneficial Owner | | Executive Officer Promoter . X Director General and/or Managing Partner Full Name (Last name first, if individual) FRANK HU Business or Residence Address (Number and Street, City, State, Zip Code) 50 AIRPORT PARKWAY, SAN JOSE, CA 95110 Check Bux(es) that Apply: Promoter Beneficial Owner X Executive Officer Managing Partner Foll Name (Last name first, if individual) STEVE YU Business of Residence Address (Number and Street, City. State, Zip Code) 50 ATRPORT PARKWAY, SAN JOSE, CA 95110 Beneficial Owner Check Box(es) that Apply: Promoter [X] Executive Officer X Director General and/or Managing Pastner Full Name (Last name first, if individual) KANGMAO WANG Business or Residence Address (Number and Street, City, State, Zip Code) 50 AIRPORT PARKWAY, SAN JOSE, CA 95110 Promoter Beneficial Owner | Executive Officer Director General and/or Managing Pariner Fall Name (Lost name first, if individual) Business of Residence Address (Number and Street, Chy. State, Zip Code) General and/or Beneficial Owner Expensive Officer Director Check Box(es) that Apply: [ Promoter Managing Partner Full Name (Last name first, if individual) Business of Residence Address (Number and Street, City, State, Zop Code) General and/or Beneficial Owner Executive Officer Check Box(cs) that Apply: Promoter Managing Parmer Full Name (Last name first, if individual) Business of Residence Address (Number and Street, City, State, Zip Code) Promotor Baneficial Owner Discoutive Officer Director General and/or Check Box(es) that Apply: Full Name (Last name first, if individual) Business of Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				B. 18	SFORMAT	ION ABOU	T OFFERI	ING	W. W			The second second of the second second
l. Mast	fas the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.								Yes . D	No <b>E</b>		
2. What	What is the minimum investment that will be accepted from any individual?								<u> </u>	,500		
2 85									Yes	No		
	Does the offering permit joint ownership of a single unit?									Ц		
comu If a pe oc sta	the miorina hission of sim whom to be li- tes, fist the m ker or dealer	ilar remune sted is an ass ame of the b	ration for s sociated pe roker or de	solicitation erson or age culer. If nu	of purchas at of a brob re than five	ers in conne ter or deale c (5) persor	ection with tregistero is to be list	rsales of sec d with the S ted are asso	curities in t IEC and/or	he offering with a state	t. e	
	: (Last name				talle Major and the constitution of	, 25.45 <sup>3</sup> (9.98)(1900-190), 1900-1901 (1901-1900-190)	***************************************	ATT TO SECURE YEAR OF THE PERSON OF THE PERS	and the Paragraphic reserves to the Paragraphic reserves t	, 100 pp. 100 - 100 pp. 100 pp	10 M per 140 - 07 14 199 1977 - 140 1	ACTION OF THE PARTY OF THE PART
Business o	MSON BRO or Residence AMUS PLA Associated B	Address (N ZA IV,	umber and 12 ROU					)7652				
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	Yhich Persoi k "All State:							****************			Al	l States
AK MI MI RI	[AK] [IN] [NE] [SC]	AXX IA NY SD	MAN NII VOR	KX KX MX	(CO) <b>\$ \$ X</b> NM (UT)	ME ME VT	MO NC NA	DC MM ND WA	XX VX VV	EN ME WI	THE WY	(11) (213) (213) (213) (213) (213) (213)
Business	of Residence	: Address (1 roker or De	Vumber an		ity, State, I							
	Which Person	i Listed Ha		or Intends				Married Strategies de Consegue des Consegues des	(Marchine consideration of the control of the contr	anagi, mandaga mangappa mandaga pa	***************************************	province of the second
(Chee	de "All State	s" or check	individual	States)			******************		}***		AI	l States
AL MI MI	AK IN NE SC	AZ TA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT MB NY VT	DE MD NC VA	DC MA ND WA	MI OII WV	GA MN OK WI	MS OR WY	MOI PAI PR
Full Name	: (Last name	first, if ind	vidual)			Control of a second Space Control of Asset Control						
Business	or Residence	: Address (î					ne de l'Allandon i 1880, que pour troite voire gament e	4 *L	and the distribution and the first particular		aat ar-era aarte - Ee Dy oorseld eraa coosi	and the second
Name of a	Associated B	roker or De	aler	**************************************	our es en maios una consciente e Mondifest (Mondifest (			AND AND THE PARTY OF THE PARTY			amanika amaniki ilangan ari aman sa	o de la companio del companio de la companio del companio de la companio del la companio de la companio della companio de la companio della companio de la companio de la companio della c
States in S	Which Person	Listed Ha	Solicited	or Intends	to Solicit	Purchasers	anne angergere et spanishtigen et	386 (Agra, 19 <sup>10) -</sup> 1844 (1945 (1946 (194	1847   1747   184 <del>44   1</del> 44 <sub>2</sub>   144 <b>8   1844</b>   1844   1444   1444	3.70 TO 10 (3.70 ) <b>M</b> (4.7 (300) 1 1 1 1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1	**************************************	et poulot dest game - esse conseque - esse con-
(Chee	sk "All State	s" or check	individual	Status)		***********	44148517844444411	A pada tu siqiya qob sa te te v	************		□ Ai	1 States
MT RI	AK INI INI ISC	[AZ.] [IA.] [NV.] [SD.]	AR KS NI IN	ICA IKY INI ITX	CO LA NM UT	MEI MEI NYI (YI)	DE MD NC VA	DC MA ND WA	FL. MI OII WV	GA MN OK WI	MS OR- WY	MO PAL PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

WA.	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	" new 1910 for the Tribbles at the "Topmanian September 2000 or the September 2000 or th
١.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Afready Sold
	Debt		\$
	Equity	2,000,000	\$315,000
	🖫 Common 🔲 Preferred		
	Convertible Securities (including warrants)	-	\$
	Partnership Interests	1	\$
	Other (Specify	i 	\$
	Total	e Lagrania de la compositione de	\$
	Answer also in Appendix, Column 3, if fifing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors		s 315,000
	Non-accredited luvestors		\$
	Total (for filings under Rule 504 only)	AMERICAN CONTRACTOR OF THE PROPERTY OF THE PRO	\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
ì.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security N/A	Dollar Amount Sold
	Rule 505	Commission of the contract of	\$
	Regulation A	Photos and the state of the sta	Samuel and the second s
	Rule 504		\$
	Total	ringgaren dig gene gan bina a nambir ragen gantiñ hage armitiñ rageigen blingen e V A	\$
3	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	<u> </u>	s <u>1,000</u>
	Printing and Engraving Costs		s 2,000

Legal Fees

Accounting Fees

Engineering Pees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify)

Total .....

<u>\$20,000</u>

\$ 10,000

\$ 0

\$200,000

233,000

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X

	C. OFFERING PRICE, NUA	ABER OF INVESTORS, EXPENSES AND USE O	FPROCEEDS	
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C— proceeds to the issuer."		)\$S	\$1,767,000
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Pa	ny purpose is not known, furnish an estimate a of the payments listed must equal the adjusted gro	nd	
			Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees	24224 A. C.	🔲 🖇	<b>5</b>
	Purchase of real estate		🔲 S	<u> </u>
	Purchase, rental or leasing and installation of ma	chinery	5	
	Construction or leaving of plant buildings and fa			
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	sets or securities of another	🗀 S	⊠\$1.200.00C
	Repayment of indebtedness			
	Working capital			
	Other (specify): ESCROW FOR PUTURE	FINANCING EXPENSES		
				[]\$
	Column Totals		\$ 168,266	<b>∑</b> \$1,598,734
	Total Payments Listed (column totals added)		🔯 \$_1	<b>.767,0</b> 00
		D. FEDERAL SIGNATURE		
îg,	e issuer has duly caused this notice to be signed by th nature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-acc	raish to the U.S. Securities and Exchange Comm	nission, upon writte	
SS	uer (Print or Type)	Signature	Date - 3	2
С	HINA HOSPITAL, INC.		Date /-28-	- 2004
Var	me of Signer (Print or Type)	Title of Signer (Print or Type)	_1	
17	RANK HU	CEO		

ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE
1.		30.262 presently subject to any of the disqualification Yes No
		See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby under D (17 CFR 239,500) at such times a	rtakes to furnish to any state administrator of any state in which this notice is filed a notice on Form as required by state law.
3,	The undersigned issuer hereby unde issuer to offerees.	ertakes to furnish to the state administrators, upon written request, information furnished by the
4.	limited Offering Exemption (ULOE)	hat the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform ) of the state in which this notice is filed and understands that the issuer claiming the availability establishing that these conditions have been satisfied.
	uer has read this notification and knows athorized person.	the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned
Issuer (	(Print or Type)	Signature Date 12 Page 1
CHINA	A HOSPITALS. INC.	1-20-2004
Name (	Print or Type)	Tide (Print or Type)

FRANK HI

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed

				AI	PENDIX			milysia 1954	
	Intend to sell fo non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	\$2,000,000	0	\$0	0	\$0		Х
AK		Х	\$2,000,000	0	\$0	0	\$0		Х
AZ	- (1) <u> (1) - (</u>	X	\$2,000,000	0	\$0	0	\$0		Х
AR	The second secon	x	\$2,000,000	0	\$0	0	<b>\$</b> 0		Х
CA		Х	\$2,000,000		\$0	0	\$0		Х
CO	A STATE OF THE PARTY OF THE PAR	Х	\$2,000,000	Ö	\$0	0	\$0		X
Cr ;	24.90gg-1-12	Х	\$2,000,000	0	\$0	0	\$0		X
DE	a too good gay rifter of the path have	Х	\$2,000,000	0	\$0	0	\$0		Х
DC			\$2,000,000	0	\$0	0	<b>\$</b> 0		X
FL.		X.	\$2,000,000	0	\$0	<u> </u>	RO		У
GA	and a manage of the state of th	X	\$2,000,000	0	<b>\$</b> 0	0	\$0	and the second s	Х
1/1		X	\$2,000,000	0	\$0	0	\$0		Х
:D	an ang manggapakan sa kanan s	X	\$2,000,000	0	\$0	0	\$0	*	X
16		х	\$2,000,000	0	\$0	0	\$0		X
1N		Х	\$2,000,000	0	\$0	0	<b>\$</b> 0		Х
ĮΑ		X	\$2,000,000	0	-\$0	<u>()</u>	\$0		X
KS		X	\$2,000,000	0	\$0	0	\$0		X
KY		X	\$2,000,000	0	\$0	0	\$0		X
<b>L</b> .A		Х	\$2,000,000	0	\$0	0	<u> </u>		X
ME		X	\$2,000,000	0	\$.0	0	\$0		Х
МĎ		X	\$2,000,000	0	\$0	0	\$0		Х
MA		X	\$2,000,000	0	\$0	0	\$0		Х
MI	and the second section with the second section of the second section is the second section of the second second section is the second second second section is the second	x	\$2,000,000	0	\$0	0	\$0		Х
MN		Х	\$2,000,000	0	\$0	0	\$0		X
MS		X	\$2,000,000	0	\$0	Ö	\$ <sub>0</sub>	The state of the s	Х

				APP	ENDIX				
And the second s	Intenc to non-a investor	2 I to sell accredited as in State (-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State (Part C-Item 2)				lification ate ULOE attach ation of granted) -Item 1)
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MÖ	annage (1995) \$0.00 Meetings and annual section	X	\$2,000,000	0	\$0	0	\$0		Х
МТ	a tan basana at aquantaist	X	\$2,000,000	0	\$0	0	\$0		Х
NE	and the first of the same of t	Х	\$2,000,000	0	\$0	0	\$0		Х
NV		X	\$2,000,000	0	\$0	0	\$0	). 	Х
NE	***************************************	X	\$2,000,000	0	\$0	0	\$0		X
NJ	der en en de la constanta de l	X	\$2,000,000	0	\$0	0	\$0		Х
NM		Х	\$2,000,000	0	\$0	0	\$0		X
NY		X	\$2,000,000	0	\$0	0	\$0	*	Х
NC	Kanagagar alip sahila bil <sup>a</sup> ngg <u>a managarag</u> na bibbi	X	\$2,000,000	0	\$0	0	\$0		Х
ND		X	\$2,000,000	0	\$0	0	- \$0		X
ОН		X	\$2,000,000	0	\$0	0	\$0		X
ОК	17	X	\$2,000,000	Ö	\$0	0	\$0		Х
OR	nada akketti da	X	\$2,000,000	0	\$0 \$0	0	\$0		Х
РА	<del>arrango</del> pro <del>pie al an</del> er <sub>a</sub> nggap gada and distri	X	\$2,000,000	0	\$0	0	\$0		Х
RI		X	\$2,000,000	0	\$0	0	<b>\$</b> 0	AND STREET, SPACE OF THE STREE	N.
SC		X	\$2,000,000	0	\$0	0	\$0		X
SD		X.	\$2,000,000	0	\$0	0	\$0		Х
TN	r acting to produce the state of the state o	X	\$2,000,000	0	\$0	0	4:0		Х
тx		Х	\$2,000,000		\$0	0	\$0		X
UT		X	\$2,000,000	0	\$0	0	\$0		Х
vŕ		Х	\$2,000,000	0	\$0	0	\$0		Х
VA		X	\$2,000,000	0	\$0	0	\$0 \$0		Х
WA	es erzere endlande) yn erze rypryddido'n wan	X	\$2,000,000	0	\$0	0	\$0		X
WV		X	\$2,000,000	0	\$0	0	\$0	No. 194 (British and Mile in Miles	Х
WI		X	\$2,000,000	0	\$0.	0	\$0		X

				APP	ENDIX		00. pp \$6 pt 10 ft						
1	1 2 3				4								
To a second state of the s	to non-a investor	I to sell accredited is in State i-Item 1)	credited offering price in State offered in state		Type of investor and amount purchased in State (Part C-Item 2)				amount purchased in State				attach attach atton of granted) dtem 1)
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Lavestors	Amount	Yes	No				
WY		X	\$2,000,000	0	\$D	Q	\$0		x				
PR	·	x	\$2,000,000	0	\$0	0	\$0		X				

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	2 Intend to sell		3  Type of security and aggregate		4				
	to non-accredited offering price Type of investor and investors in State (Part B-Item 1) (Part C-Item 1) (Part C-Item 2)					explanation of waiver granted (Part E-Item 1)			
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		Х	\$2,000,000	0	\$0	0	\$0		Χ
PR		Х	\$2,000,000	0	\$0	0	\$0		X